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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

**IN RE: CATHODE RAY TUBE (CRT)
ANTITRUST LITIGATION**

Master File No. 3:07-cv-5944-JST

MDL No. 1917

CLASS ACTION

This Document Relates to:

All Indirect-Purchaser Actions

**DECLARATION OF FRANCIS O.
SCARPULLA IN SUPPORT OF OBJECTION
TO SPECIAL MASTER'S REPORT AND
RECOMMENDATION RE ALLOCATION OF
IPP CLASS COUNSEL ATTORNEYS' FEES**

1 I, Francis O. Scarpulla, declare:

2 1. I am an attorney admitted to practice before the Supreme Court of the United States
3 and before several United States Courts of Appeal and United States District Courts, including the
4 United States District Court for the Northern District of California. I am also admitted to practice
5 before the Supreme Court of the State of California and all inferior courts of that state. Since
6 2010, I have been admitted to the Rolls of Solicitors in the United Kingdom.

7 2. During the period between June 1, 2006 and March 21, 2015, I was a senior partner
8 at the firm formerly known as Zelle Hofmann Voelbel & Mason LLP, now Zelle LLP ("Zelle");
9 since March 21, 2015, I have been the owner of the Law Offices of Francis O. Scarpulla
10 ("LOFOS").

11 3. I have personal knowledge of the facts stated in this declaration and, if called as a
12 witness, I would testify competently to them. I make this declaration in support of Objections to
13 Special Master's Report & Recommendation Re Allocation of IPP Class Counsel's Attorneys'
14 Fees made by The Law Offices of Francis O. Scarpulla now pending before this Court.

15 4. When I left Zelle on March 21, 2015, I entered into an agreement assigning to me a
16 one-half interest in my individual lodestar in this case, which is the basis for the award of
17 attorneys' fees to LOFOS. The agreement was disclosed in the original LOFOS fee declaration
18 filed September 23, 2015, and a copy of that agreement was given to Special Master Martin Quinn.

19 5. Attached hereto as Exhibits 1-8 are true and correct copies of following
20 documents:

21 (a) Exhibit 1 is a copy of my current *curriculum vitae*.

22 (b) Exhibit 2 is comprised of true and accurate copies of the October 6, 2016
23 letter I sent to Messrs. Alioto, Micheletti, and Gralewski, and Mr. Alioto's response thereto.

24 (c) Exhibit 3 is comprised of true and accurate copies of the October 6, 2016
25 letter I sent to Mr. Alioto, and Mr. Alioto's response thereto.

26 (d) Exhibit 4 is a copy of the testimony of Mario N. Alioto before the Special
27 Master on October 3, 2016.

(e) Exhibit 5 is a copy of the testimony of Robert Gralewski before the Special Master on October 3, 2016.

(f) Exhibit 6 is a copy of the testimony of Francis O. Scarpulla before the Special Master on October 5, 2016.

(g) Exhibit 7 is comprised of copies of emails between Mr. Goldberg and Mr. Scarpulla.

(h) Exhibit 8 are true and correct copies of representative samples of certain of TATP's contract lawyers' entries on their timesheets showing questionable billing practices, which are filed under seal.

6. I asked Mario N. Alioto to produce all time-and-expense reports of all IPP counsel. I also made a request to the accountancy firm of Stephen J. Pelleriti, CPA. All counsel were to submit lodestar reports to an accountancy firm hired by TATP to keep track of contemporaneously-prepared lodestar reports in accordance with the Court's original order appointing TATP Lead Counsel. Although I asked for all reports sent to that firm, Mr. Alioto has refused to permit their production. See Exhibit 9 (comprised of a copy of Mr. Alioto's original memo to all IPP counsel re time-and-expense reports, and copies of my emails attempting to obtain copies of the time-and-expense reports submitted to Mr. Pelleriti).

7. Although there are several references to an "audit committee" for purposes of Mr. Alioto's proposed fee allocation, no fee audit report was given to me in spite of my repeated requests for it. Mr. Alioto claims none exists. However, a former Zelle partner reported to me that he requested that audit report from Christopher Micheletti, a current Zelle partner, and was told he could not have it.

I declare under penalty of perjury that the above stated facts are true and correct.

Executed this 11th day of November 2016, at San Francisco, California.

/s/ Francis O. Scarpulla
Francis O. Scarpulla

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing was filed *via* CM/ECF on November 11, 2016, and as a result has been served on all counsel of record *via* transmission of Notices of Electronic Filing generated by CM/ECF.

/s/ Francis O. Scarpulla

Francis O. Scarpulla